

ACCREDITED INVESTOR QUESTIONNAIRE (ENTITIES AND INDIVIDUALS)

In connection with the proposed purchase by the Subscriber of shares of common stock of Company, the Subscriber hereby certifies that it is an “accredited investor” (an “Accredited Investor”) as defined in Rule 501 of Regulation D under the Securities Act of 1933, as amended (the “Act”), with which definition the Subscriber is familiar. The Subscriber has checked all of the following definitions of an Accredited Investor which apply to it:

(i) A natural person whose individual net worth, or joint net worth with that person’s spouse, at the time of purchase exceeds \$1,000,000, excluding the value of such person’s primary residence.

The balance of any mortgages or other indebtedness secured by such primary residence may likewise be excluded, however, if such balances in the aggregate exceed the value of the primary residence and the lender has recourse to the subscriber for any such deficiency, the excess liability must be deducted in calculating the subscriber’s net worth.

(ii) A natural person who had an individual income in excess of \$200,000 in each of [year] and [year] or joint income with that person’s spouse in excess of \$300,000 in each of those two years and has a reasonable expectation of reaching the same income level in [year].

(iii) A natural person who is a director or executive officer of the Company.

(iv) An organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or a corporation, Massachusetts or similar business trust, or partnership, not formed for the specific purpose of acquiring the securities offered, with total assets in excess of \$5,000,000.

(v) A “Private Business Development Company” as defined in Section 202(a)(22) of the Investment Advisers Act of 1940.

(vi) A “Bank” as defined in Section 3(a)(2) of the Act, or any savings and loan association or other institution as defined in Section 3(a)(5)(A) of the Act, whether acting in its individual or fiduciary capacity.

(vii) A broker or dealer registered pursuant to Section 15 of the Securities Exchange Act of 1934, as amended.

(viii) An “Insurance Company” as defined in Section 2(a)(13) of the Act.

(ix) An investment company registered under the Investment Company Act of 1940, as amended, or a “Business Development Company” as defined in Section 2(a)(48) of such act.

(x) A “Small Business Investment Company” licensed by the U.S. Small Business Administration under Section 301(c) or (d) of the Small Business Investment Act of 1958.

(xi) A plan established and maintained by a state, or its political subdivisions, or any agency or instrumentality of a state or its political subdivisions for the benefit of its employees, if such plan has total assets in excess of \$5,000,000.

(xii) An employee benefit plan within the meaning of the Employee Retirement Income Security Act of 1974, if (1) the investment decision is made by a “Plan Fiduciary” as defined in Section 3(21) of such act (such as a bank, savings and loan association, insurance company or registered investment advisor), (2) such plan has total assets in excess of [amount] 5,000,000 or (3) a self-directed plan, with investment decisions made solely by persons that are Accredited Investors.

(xiii) A trust, with total assets in excess of \$5,000,000, not formed for the specific purpose of acquiring the securities offered, whose purchase is directed by a sophisticated person as described in Rule 506(b)(2)(ii) of Regulation D of the Act.

(xiv) Any entity in which all of the equity owners are Accredited Investors.

Name of Investor

Signature of investor or authorized signatory

Name of authorized signatory, if applicable

Title of authorized signatory, if applicable

Date: _____